

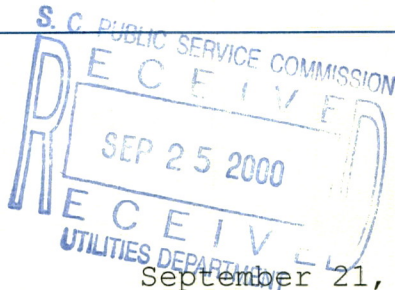


10010-200

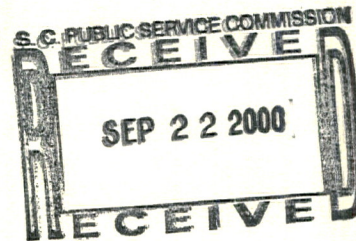


C. Lesley Addis
Manager
Regulatory Matters

Suite 805 - 1600 Hampton Street
Post Office Box 752
Columbia, South Carolina 29202
803-733-6436



September 21, 2000



*Record a copy to
98-550-C*

The Honorable Gary E. Walsh
Executive Director
Public Service Commission of SC
Post Office Drawer 11649
Columbia, South Carolina 29211

Re: Approval of the **First Amendment** to the **Interconnection Agreement** Negotiated by BellSouth Telecommunications, Inc. and **ACI Corporation**, n/k/a Rhythms Links, Inc. pursuant to Sections 251, 252 and 271 of the Telecommunications Act of 1996

Dear Mr. Walsh:

On September 8, 2000, pursuant to Section 252(e) of the Telecommunications Act of 1996, BellSouth Telecommunications, Inc. ("BellSouth") and ACI Corporation, n/k/a Rhythms Links, Inc. submitted to the South Carolina Public Service Commission their agreement for the interconnection of their networks, the unbundling of specific network elements, and the resale of BellSouth's telecommunications services to ACI Corporation, n/k/a Rhythms Links, Inc. Enclosed for filing please find the first amendment to the negotiated interconnection agreement. The effective date of the amendment is December 13, 1999, and the effective date of the original agreement is January 8, 1999.

Very truly yours,

C. Lesley Addis
C. Lesley Addis

CLA/jbm

Enclosures

*LS
99-343-C*

**FIRST AMENDMENT TO
INTERCONNECTION AGREEMENT
By and Between
BELLSOUTH TELECOMMUNICATIONS, INC.
AND
ACI CORP.
DATED January 8, 1999**

Pursuant to this Agreement, (the "Amendment"), Rhythms Links Inc. f/k/a ACI Corp. and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between ACI Corp. and BellSouth dated January 8, 1999 ("Interconnection Agreement").

NOW THEREFORE, in consideration of the mutual promises and covenants contained herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. ACI Corp. has changed the name of said business to Rhythms Links Inc., a Delaware corporation. The Interconnection Agreement is hereby amended to reflect the name change.
2. All of the other provisions of the Interconnection Agreement, dated January 8, 1999 shall remain in full force and effect.
3. Either or both of the Parties may submit this Amendment to each Public Service Commission for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective duly authorized representatives as of the date indicated below.

Rhythms Links Inc.

By: Eric Geis
Name: Eric Geis
Title: Secretary
Date: 12/8/99

BellSouth Telecommunications, Inc.

By: Jerry Hendrix
Name: Jerry Hendrix
Title: Senior Director-Interconnection Services
Date: 12/13/99

**FIRST AMENDMENT TO
INTERCONNECTION AGREEMENT
By and Between
BELLSOUTH TELECOMMUNICATIONS, INC.
AND
ACI CORP.
DATED January 8, 1999**

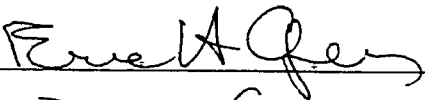
Pursuant to this Agreement, (the "Amendment"), Rhythms Links Inc. f/k/a ACI Corp. and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between ACI Corp. and BellSouth dated January 8, 1999 ("Interconnection Agreement").

NOW THEREFORE, in consideration of the mutual promises and covenants contained herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

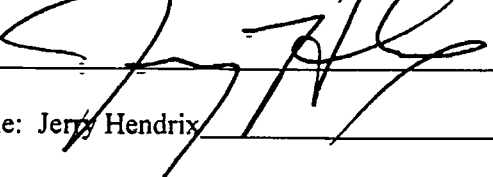
1. ACI Corp. has changed the name of said business to Rhythms Links Inc., a Delaware corporation. The Interconnection Agreement is hereby amended to reflect the name change.
2. All of the other provisions of the Interconnection Agreement, dated January 8, 1999 shall remain in full force and effect.
3. Either or both of the Parties may submit this Amendment to each Public Service Commission for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective duly authorized representatives as of the date indicated below.

Rhythms Links Inc.

By: 
 Name: ERIC GEIS
 Title: Secretary
 Date: 12/8/99

BellSouth Telecommunications, Inc.

By: 
 Name: Jerry Hendrix
 Title: Senior Director-Interconnection Services
 Date: 12/13/99